

**SUBORDINATION AGREEMENT
OF DEED OF TRUST**

KNOWN ALL MEN BY THESE PRESENTS THAT:

BANCORPSOUTH BANK, present legal holder and owner of the certain Deed of Trust dated September 28, 2009 executed by Benjamin and Melissa Thompson, as Mortgagor, to BancorpSouth Bank as Mortgagee, recorded in Book 2,950 and Page 589 in the Office of the Chancery Clerk of Desoto County, Mississippi, securing the principal indebtedness of \$59,000.00 and concerning the real property in Desoto County, Mississippi, described as follows:

Lot 51 Short Fork Farms, situated in Section 8, Township 3 South, Range 7 West, Desoto County, Mississippi, as per plat thereof recorded in Plat 20, Pages 38-44, in the Office of the Chancery Clerk of Desoto County, Mississippi

For and in consideration of the sum of Ten Dollars and Other Valuable Consideration of him in hand paid, the receipt of which is hereby acknowledged, has, and by these presents does waive the priority of the lien of said Deed of Trust insofar as the following described Deed of Trust is concerned, but not otherwise.

Deed of Trust to be entered into with BancorpSouth Mortgage in an amount not to exceed \$224,000.00 and filed in Trust Deed Book 3,371 Page 561 in the Office of the Chancery Clerk of Union County, Mississippi.

The undersigned, BANCORPSOUTH BANK hereby consenting that the lien of the Deed of Trust, first above described, be taken as second and inferior to the Deed of Trust last above described.

Witness my signature on this the 22nd day of November, 2011

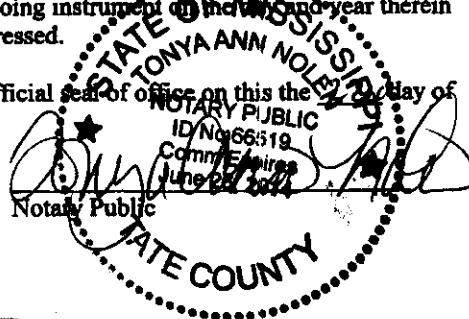
BANCORPSOUTH BANK

By: Linda B. Scott, Loan Officer
Authorized Officer


**STATE OF MISSISSIPPI
COUNTY OF DESOTO**

This day personally appeared before me, the undersigned authority of law in and for the jurisdiction aforesaid, the within named, Linda Scott as Loan Officer of BancorpSouth Bank, who ~~did~~ acknowledge to me that he/she signed and delivered the above foregoing instrument on the 22nd day of November and for the purposes therein expressed.

GIVEN UNDER MY HAND and official seal of office on this the 22nd day of November, 2011.



My Commission Expires: _____


RETURN TO:
JAMES W. AMOS
2430 CAFFEY ST.
HERNANDO, MS 38632
662/429-7873